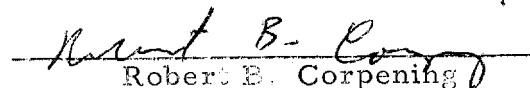


CERTIFICATE OF ASSISTANT SECRETARY

I, ROBERT B. CORPENING, do hereby certify that I am a duly elected and acting Assistant Secretary of The Ramo-Wooldridge Corporation, a Delaware corporation, and that attached hereto as Exhibit A is a true and correct copy of the minutes of a Special Meeting of Stockholders duly called and held on September 30, 1958.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of The Ramo-Wooldridge Corporation, at Los Angeles, California, this October 30, 1958.


Robert B. Corpening

(Corporate Seal)

THE RAMO-WOOLDRIDGE CORPORATION

Minutes of Special Meeting of Stockholders
September 30, 1958

A special meeting of the stockholders of The Ramo-Wooldridge Corporation was convened at the office of the Corporation, 5740 Arbor Vitae Street, Los Angeles 45, California, on Tuesday, September 30, 1958, at 9:00 o'clock in the forenoon, Pacific Standard Time, pursuant to Notice duly given to all stockholders, all in accordance with the By-Laws of the Corporation and the General Corporation Laws of the State of Delaware.

Dr. Dean E. Wooldridge, President of the Corporation, called the meeting to order and presided as Chairman. Mr. Robert B. Corpening, Assistant Secretary of the Corporation, acted as Secretary of the meeting.

The Secretary of the meeting presented an alphabetical list of the holders of record of the stock of the Corporation at the close of business on August 30, 1958, showing that on said record date 21,656 shares of Class A Common Stock of the Corporation, 22,540 shares of Class B Common Stock of the Corporation, 40,000 shares of Cumulative Preference Stock of the Corporation and 3,500 shares of Preferred Stock of the Corporation were issued and outstanding. The Secretary further stated that the said alphabetical list of the holders of stock of the Corporation was open for inspection and examination by any stockholder desiring to do so, and the Chairman ordered the list filed with the records of the meeting.

The Secretary of the meeting then presented his Affidavit with respect

to the publication of the Notice of the meeting in accordance with law in a newspaper published in New Castle County, Delaware, and in a newspaper published in Los Angeles County, California, and his Affidavit with respect to the mailing of Notice of the meeting to the stockholders. The Chairman ordered that said Affidavits be filed with the minutes of the meeting.

Upon motion duly made and seconded, Merla D. McDougall and Robert H. Klugman were unanimously appointed by the stockholders as Judges of Election for the purposes of the meeting. Such appointees thereupon, at the request of the Chairman, subscribed to an oath faithfully to perform their duties as such Judges, the original of which was ordered filed with the minutes of the meeting.

The Chairman thereupon requested all holders of stock present in person or represented by proxy to give their names and to present their proxies to the Secretary of the meeting and to the Judges. The Secretary of the meeting, having received the proxies, submitted a certificate stating that there were present or represented by proxy the holders of all of the outstanding 21,656 shares of Class A Common Stock and 22,540 shares of Class B Common Stock of the Corporation, that the Secretary had received from Thompson Products, Inc. and held its written consent, dated September 16, 1958, executed by it as the holder of all of the outstanding 40,000 shares of Cumulative Preference Stock of the Corporation and 3,500 shares of Preferred Stock of the Corporation, to the merger of The Ramo-Wooldridge Corporation into Thompson Products, Inc., on the terms and conditions of the Merger Agreement dated as of June 30, 1958, made between The Ramo-

Wooldridge Corporation and Thompson Products, Inc., and that all shares were thereby represented at the meeting. The Chairman thereupon declared that a quorum was present and the meeting duly convened.

Messrs. Ramo and Wooldridge, directors of Thompson Products, Inc. and its proxies with respect to its holdings of Class A and Class B Common Stock, stated that, on behalf of Thompson Products, Inc., they would present its said written consent as and for its ballot, voting all of the outstanding Cumulative Preference Stock and all of the outstanding Preferred Stock of the Corporation, for the adoption of said Merger Agreement. They pointed out that under the provisions of Article XIX, Paragraph (b) of said Merger Agreement, the former had agreed to exercise all of its voting rights and privileges in favor of the merger. Messrs. Ramo and Wooldridge were thereupon duly accepted by the stockholders as representing Thompson Products, Inc., with respect to its holdings of Cumulative Preference Stock and Preferred Stock, as well as its holdings of Class A and Class B Common Stock covered by its separate proxy, and the consent of Thompson Products, Inc., dated September 16, 1958, was ordered duly accepted as the vote by ballot of Thompson Products, Inc., with respect to its holding of Cumulative Preference Stock and of the Preferred Stock, for the adoption of the Merger Agreement.

The Chairman stated that the Board of Directors, at a meeting duly held on August 29, 1958, had declared it advisable for the Corporation to merge into Thompson Products, Inc., on the terms and conditions contained in said Merger Agreement dated as of June 30, 1958, as set forth in the Notice of this meeting sent to all stockholders of the Corporation, and that

accordingly the stockholders were now being asked to vote upon the adoption of the Merger Agreement. A copy of the Merger Agreement, copies of which had been mailed to all stockholders, annexed to the Notice of Meeting, was submitted to the meeting.

The meeting thereupon proceeded to vote by ballot upon the adoption or rejection of the Merger Agreement, dated as of June 30, 1958, providing for the merger of The Ramo-Wooldridge Corporation into Thompson Products, Inc.

The Chairman announced that the Judges of Election would conduct the voting by ballot. The Judges thereupon conducted the balloting and presented their Certificate showing that the holders of all of the 40,000 shares of Cumulative Preference Stock, 3,500 shares of Preferred Stock, 21,656 shares of Class A Common Stock and 22,540 shares of Class B Common Stock of the Corporation had voted for the adoption of the Merger Agreement.

The Chairman thereupon announced that the Merger Agreement had been duly adopted by the unanimous vote by ballot of all of the outstanding stock of the Corporation of all classes.

The proxies, consent and ballots, and the Judges' Certificate with respect to the voting were ordered filed with the minutes of the meeting.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously adopted, adjourned.

Robert B. Coopers
Secretary of the Meeting

Approved:

Sam E. Wooldridge
President